

Corporate By-Laws of the Talking Information Center

MEMBERSHIP

General membership shall be open to any persons interested in participating in the establishment, planning and operation of the Talking Information Center, Incorporated. Membership of the Board of Directors shall be determined by vote of a simple majority of members present at the Annual Meeting. It shall include, but not be limited to, physically and print handicapped and elderly and print handicapped.

VOTING

Each member shall be entitled to one vote at any meeting of the General Membership or at the Annual Meeting, provided that he or she has indicated the desire to become a member at the previous meeting of the General Membership in regular session. New members may not appear to vote at any Annual Meeting, Special Meeting or General Membership Meeting unless they have complied with this provision.

OFFICERS

The officers of the organization shall consist of a President, Vice President, Secretary, and Treasurer. The officers will be members of the Board of Directors and will be determined by a vote of the Board of Directors to serve for a period of one year, the term of office to be terminated at the following Annual Meeting. Officers are eligible for re-election, with no limit to the number of terms which may be served. Duties of the officers will be commensurate with Roberts Rules of Order, Revised.

GOVERNING BODY

The Board of Directors shall be the governing body of this organization. It shall be responsible for the hiring, supervision and termination of employment of the Executive Director and for determining the policy of the organization.

TERM OF MEMBERSHIP

Members of the Board of Directors shall serve for a period of two years. A vacancy on the Board shall be filled by a two-thirds vote of the Board of Directors. A person elected to fill a vacancy shall serve for the remaining portion of the unexpired term of the member whose place he or she has been elected to fill. There shall be no limit to the number of terms to which a member may be elected. A Board of Directors member may be dismissed if there has been a period of three months of non-attendance at meeting for reasons other than illness or reasons which are unacceptable to the majority of the other members of the Board. All members shall assume their duties immediately following the election.

NOMINATIONS

A Nominating Committee of three (3) members from the General Membership shall be nominated by the previous Nominating Committee and elected by vote of the General Membership at the Annual Meeting. Each Nominating Committee member shall serve for a one (1) year term. The Nominating Committee shall choose a slate of candidates for election to the Board of Directors to be presented at the Annual Meeting for the voted approval of two-thirds of the General Membership. Other committees shall be formed at the discretion of the Board of Directors by a process determined by the Board of Directors and subject to the approval of the General Membership.

COMPENSATION

No officer, member of the Board of Directors, or member of any other committee of this organization shall receive any salary, fee or other emolument except for actual expenses incurred in connection with meetings or other business of the organization.

ANNUAL MEETINGS

The General Membership of this organization shall hold its Annual Meeting in May of each year for the election of the Board of Directors and Nominating Committee members and for the transaction of business of the organization.

SPECIAL MEETINGS

Special Meetings of the General Membership may be called at any time by the Board of Directors of its own accord and shall be called upon the request of twenty-five (25) percent of the full membership existing at the time of the request. The specific purpose of the meeting shall be specified in the call for the meeting and no other business may be transacted at such a meeting.

REGULAR MEETINGS

There shall be meeting of the General Membership held once a month or as considered necessary for the transaction of business of the organization by the President. The time and place for the following meeting shall be set and announced at each meeting.

Annual and Special meeting shall be determined by the Board of Directors, with the stipulation that the Annual Meeting be held during the month of May. The time of a Special Meeting by the Board of Directors shall be determined by the Board of Directors. The time of a Special Meeting called by request of twenty-five percent of the membership shall be set by those persons making the request.

Regular Meetings of the Board of Directors shall be held immediately following the Annual Meeting of the General Membership and at such times as the Board of Directors may decide.

NOTICE OF MEETINGS

The Board of Directors shall be responsible for the sending of notices of both Annual and Special meetings to all participating members not less than fifteen (15) days prior to such meetings. Each meeting notice shall state the place, day and hour of the meeting. The notice of a Special Meeting shall, in addition, state the purpose or purposes for which the meeting has been called.

QUORUM

Those members in attendance shall constitute a quorum for the transaction of all business, not to be less than ten (10) or one third of the General Membership, whichever is less, at any regular or Special Meeting of the General Membership. The President, or in his or her absence the Vice President, shall preside over each business session of the General Membership.

MEETING LOCATIONS

Meetings shall be held at such location or locations as shall be determined by the Board of Directors. The time of each meeting shall be determined by the Board of Directors. The time of a Special Meeting called by the President shall be determined by the President. The time of a Special Meeting called by other members shall be determined by those calling the meeting. The secretary shall be responsible for sending of notices of both Regular and Special meetings to all members of the Board of Directors

not less than seven (7) days before the dates of such meetings. A meeting notice shall state the place, day, hour and purpose of the meeting.

TRANSACTION OF BUSINESS

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business at any Regular or Special Meeting of the Board of Directors. The President, or in his or her absence the Vice President, shall preside over each meeting of the Board of Directors.

Each member of the Board of Directors shall be entitled to one vote at any meeting of the Board. Proxy voting shall not be allowed. Participation in discussion by General Membership shall be at the discretion of the Board of Directors at meetings of the Board of Directors.